

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
          )  
W. R. Grace & Co. et al.; ) Case No. 01-01139 (KJC)  
          ) Jointly Administered  
Reorganized Debtors. )  
          ) **Hearing Date: October 14, 2014 at 10:00 a.m.**  
          ) **Objection Deadline: July 1, 2014 at 4:00 p.m.**

**FIFTY-SECOND AND FINAL FEE APPLICATION OF STROOCK & STROOCK  
& LAVAN LLP FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD FROM APRIL 12, 2001 THROUGH FEBRUARY 3, 2014**

Name of Applicant	<b>Stroock &amp; Stroock &amp; Lavan LLP</b>
Authorized to Provide Professional Services to:	<b>Official Committee of Unsecured Creditors</b>
Date of Retention:	<b>April 12, 2001</b>
Period for which compensation and reimbursement is sought	<b>January 1, 2014 through February 3, 2014 (Interim)</b> <b>April 12, 2001 – February 3, 2014 (Final)</b>
Amount of Compensation sought as actual, reasonable and necessary:	<b>\$11,847.50 (Interim)</b> <b>\$16,394,063.67<sup>1</sup> (Final)</b>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<b>\$98.40 (Interim)</b> <b>\$4,539,950.31<sup>2</sup> (Final)</b> <b>(includes \$604,557.07 for Stroock and \$3,935,393.24 for Navigant Consulting (f/k/a Chambers))</b>

This is an:  interim  final application

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<sup>1</sup> This amount reflects all fee reductions pursuant to this Court's prior fee orders.

<sup>2</sup> This amount reflects all expense reductions pursuant to this Court's prior fee orders.

**ATTACHMENT A****Prior Monthly Fee Applications Filed:**

		Payment Requested		Payment Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested		Payment Approved	
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 - 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I.3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$3,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$63,272.40	\$16,575.58

		Payment Requested		Payment Approved	
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2003 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2004 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I.	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02
August 2, 2004 D.I. 6105	6/1/04 – 6/31/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34

		Payment Requested		Payment Approved	
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 29, 2005 D.I. 8305	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 - - 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51
June 28, 2005 D.I. 8704	5/1/05- 5/31/05	\$98,569.00	\$4,871.74 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05- 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant June)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	\$94,224.60	\$4,299.44

		Payment Requested		Payment Approved	
October 4, 2005 D.I. 9565	8/1/05 – 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 – 9/30/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 – 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 – 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/06 – 3/31/06	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 DI. 12558	4/1/2006 – 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006 – 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34

		Payment Requested		Payment Approved	
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/07 – 1/31/07	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/07 – 2/28/07	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/07 – 3/31/07	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/07 – 4/30/07	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/07 – 5/31/07	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/07 – 6/30/07	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/07 – 7/31/07	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/07 – 8/31/07	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15
November 16, 2007 D.I. 17394	9/1/07 – 9/30/07	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 – 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$303,185.05
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06

		Payment Requested		Payment Approved	
April 5, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 <sup>1</sup> 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80 <sup>2</sup>	\$3,649.95
August 4, 2008 D.I. 19224	6/1/08 6/30/08	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September __, 2008 D.I. 19516	7/1/08 7/31/08	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/08 8/31/08	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/08 9/30/08	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20168	10/1/08 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52
December 30, 2008 D.I. 20384	11/1/08 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08- 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09- 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/08- 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/01/09- 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02

<sup>1</sup> See paragraph 10 re Twenty-Ninth Quarterly Fee Application, Docket No. 19386.<sup>2</sup> See paragraph 10 re Twenty-Ninth Quarterly Fee Application, Docket No. 19386.

		Payment Requested		Payment Approved	
May 29, 2009 D.I. 21910	4/01/09- 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/01/09- 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/01/09- 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/01/09- 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	17,306.20
October 5, 2009 D.I. 23422	8/01/09- 8/31/09	\$299,544.25	\$7,237.57(Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/01/09- 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/01/09- 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/01/09- 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/01/09- 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36
March 1, 2010 D.I. 24376	1/01/10- 1/31/10	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/01/10- 2/28/10	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/01/10 3/31/10	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/01/10- 4/30/10	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/01/10- 5/31/10	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/01/10- 6/30/10	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68

		Payment Requested		Payment Approved	
August 30, 2010 D.I. 25286	7/01/10- 7/31/10	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/01/10- 8/31/10	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/01/10- 9/30/10	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/01/10- 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/01/10- 11/30/10	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/01/10- 12/31/10	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/01/11- 1/31/11	\$37,267.00	\$193.84 (Stroock)	\$29,813.00	\$193.84
March 28, 2011 D.I. 26651	2/01/11- 2/28/11	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42
April 28, 2011 D.I. 26834	3/01/11- 3/30/11	\$95,649.00	\$1,447.38 (Stroock)	\$76,519.20	1,447.38
May 31, 2011 D.I. 27012	4/01/11- 4/30/11	\$137,671.50	\$1,005.62 (Stroock)	\$110,137.20	\$1,005.62
June 28, 2011 D.I. 27166	5/01/11- 5/31/11	\$67,451.50	\$1,350.50 (Stroock)	\$53,961.20	\$1,350.50
July 28, 2011 D.I. 27326	6/01/11- 6/30/11	\$183,497.75	\$1,903.63 (Stroock)	\$146,798.20	\$1,903.63
August 30, 2011 D.I. 27526	7/01/11- 7/31/11	\$63,076.00	\$1,373.39 (Stroock)	\$50,460.80	\$1,373.39
September 28, 2011 D.I. 27675	8/01/11- 8/31/11	\$56,731.00	\$1,133.86 (Stroock)	\$45,384.80	\$1,133.86
October 28, 2011 D.I. 27847	9/01/11- 9/30/11	\$68,727.00	\$1,025.63 (Stroock)	\$54,981.60	\$1,025.63

		Payment Requested		Payment Approved	
December 1, 2011 D.I. 28060	10/01/11- 10/31/11	\$55,335.00	\$348.59 (Stroock)	\$44,268.00	\$348.59
December 28, 2011 D.I. 28281	11/01/11- 11/30/11	\$29,136.00	\$416.68 (Stroock)	\$23,308.80	\$416.68
February 3, 2012 D.I. 28463	12/01/11- 12/31/11	\$8,012.50	\$52.22 (Stroock)	\$6,410.00	\$52.22
February 28, 2012 D.I. 28595	1/01/12- 1/31/12	\$31,694.50	\$379.41 (Stroock)	\$25,355.60	\$379.41
March 28, 2012 D.I. 28732	2/01/12 2/29/12	\$62,628.00	\$220.71 (Stroock)	\$50,102.40	\$220.71
April 30, 2012 D.I. 28848	3/01/12- 3/31/12	\$27,172.50	\$140.02 (Stroock)	\$21,738.00	\$140.02
May 30, 2012 D.I. 28991	4/01/12- 4/30/12	\$24,898.50	\$75.21 (Stroock)	\$19,918.80	\$75.21
July 2, 2012 D.I. 29165	5/01/12- 5/31/12	\$42,647.00	\$1,118.18 (Stroock)	\$34,117.60	\$1,118.18
July 30, 2012 D.I. 29369	6/01/12- 6/30/12	\$38,391.50	\$70.86 (Stroock)	\$31,145.20	\$70.86
August 28, 2012 D.I. 29520	7/01/12- 7/31/12	\$38,387.50	\$330.64 (Stroock)	\$30,710.00	\$330.64
September 28, 2012 D.I. 29705	8/01/12- 8/31/12	\$12,847.00	\$53.09 (Stroock)	\$10,277.60	\$53.09
November 6, 2012 D.I. 29858, refiled, November 15, 2012 D.I. 29896	9/01/12- 9/30/12	\$11,631.00	\$102.99 (Stroock)	\$9,304.80	\$102.99
December 5, 2012 D.I. 29997	10/01/12- 10/31/12	\$21,007.00	\$75.77 (Stroock)	\$16,805.60	\$75.77
January 2, 2013 D.I. 30111	11/01/12- 11/20/12	\$50,897.50	\$120.11 (Stroock)	\$40,718.00	\$120.11
January 28, 2013 D.I. 30200	12/01/12- 12/31/12	\$22,527.00	\$351.88 (Stroock)	\$18,021.60	\$351.58

		Payment Requested		Payment Approved	
February 28, 2013 D.I. 30331	1/01/13- 1/31/13	\$18,721.00	\$365.80 (Stroock)	\$14,976.80	\$365.80
March 29, 2013 D.I. 30451	2/1/13- 2/28/13	\$14,581.00	\$16.38 (Stroock)	\$11,664.80	\$16.38
April 29, 2013 D.I. 30565	3/1/13- 3/31/13	\$9,726.00	\$103.45 (Stroock)	\$7,780.80	\$103.45
May 29, 2013 D.I. 30678	4/1/13 – 4/30/13	\$15,588.00	\$24.23 (Stroock)	\$12,470.40	\$24.23
June 28, 2013 D.I. 30786	5/1/13 – 5/31/13	\$10,311.50	\$489.71 (Stroock)	\$8,249.20	\$489.71
July 29, 2013 D.I. 30889	6/1/13 – 6/30/13	\$18,107.50	\$274.42 (Stroock)	\$14,486.00	\$274.42
August 29, 2013 D.I. 31038	7/1/2013 – 7/31/2013	\$8,265.50	\$68.45 (Stroock)	\$6,612.40	\$68.45
September 30, 2013 D.I. 31180	8/1/2013 – 8/31/2013	\$6,548.50	\$286.64 (Stroock)	\$5,238.80	\$286.64
October 30, 2013 D.I. 31283	9/1/2013 – 9/30/2013	\$6,830.50	\$77.42 (Stroock)	\$5,464.40	\$77.42
December 2, 2013 D.I. 31411	10/1/2013 – 10/31/2013	\$3,948.50	\$23.93 (Stroock)	\$3,158.50	\$23.93
December 30, 2013 D.I. 31538	11/1/2013 – 11/30/2013	\$9,302.00	\$262.25 (Stroock)	\$7,441.60	\$262.25
January 29, 2014 D.I. 31662	12/1/2013 – 12/31/2013	\$9,593.00	\$35.34 (Stroock)	\$7,674.40	\$35.34
March 11, 2014 D.I. 31830	1/1/2014- 1/31/2014	\$11,159.20	\$98.40 (Stroock)	\$8,927.60	\$98.40
April 24, 2014 D.I. 32042	2/1/2014- 2/3/2014	\$688.00	\$0.00 (Stroock)		

**Quarterly Fee Applications**

		Payment Requested		Order Approving Amount of:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 30, 2001 D.I. 770 (First)	4/12/01- 6/30/01	\$369,873.75	\$19,318.00		
November 1, 2002 D.I. 1068 (Second)	7/1/01 – 9/31/01	\$204,923.50	\$15,015.57		
February 8, 2002 D.I. 1658 (Third)	10/1/01 – 12/31/01	\$329,842.00	\$21,880.90 \$9,918.43*	\$887,112.50	\$44,660.34 (Stroock) \$9,918.43 (Chambers)
May 16, 2002 D.I. 2064 (Fourth)	01/01/02 – 03/31/02	\$267,170.20	\$6,149.76 \$22,002.76*	\$266,865.70	\$6,144.85 (Stroock) \$22,002.76 (Chambers)
August 16, 2002 D.I. 2557 (Fifth)	04/01/02 – 06/30/02	\$245,259.00	\$6,784.97 \$167,629.78*	\$245,259.00	\$6,784.97 (Stroock) \$167,629.78 (Chambers)
November 18, 2002 D.I. 3045 (Sixth)	07/01/02 – 09/30/02	\$280,471.77	\$28,358.07 \$17,814.45*	\$276,535.77 <sup>3</sup>	\$27,663.07 (Stroock) <sup>1</sup> \$17,814.45 (Chambers) <sup>1</sup>
March 25, 2003 D.I. 3549 (Seventh)	10/01/02 – 12/31/03	\$171,108.00	\$25,000.84 \$1,780.75*	\$171,108.00 <sup>4</sup>	\$24,631.87 (Stroock) <sup>2</sup> \$1,780.75 (Chambers) <sup>2</sup>

\* These amounts relate to the Committee's Asbestos Issues Expert.

<sup>3</sup> Court Order dated March 14, 2003 approved fees in the amount of \$276,535.77 and expenses in the amount of \$45,477.52.

<sup>4</sup> Court Order dated July 28, 2003 approved fees in the amount of \$171,108.00 and expenses in the amount of \$26,412.62.

		Payment Requested		Order Approving Amount of:	
May 20, 2003 D.I. 3815 (Eighth)	1/1/03 – 3/31/03	\$224,358.50	\$9,424.04 \$1,077.80*	\$224,033.50 <sup>5</sup>	\$9,332.42 (Stroock) <sup>3</sup> \$1,077.80 (Chambers) <sup>3</sup>
August 29, 2003 D.I. 4357 (Ninth)	4/1/03 – 6/30/03	\$215,903.50	\$2,726.28 \$67,628.50*	\$215,903.50 <sup>6</sup>	\$2,726.28 (Stroock) <sup>4</sup> \$67,628.50 (Chambers) <sup>4</sup>
December 5, 2003 D.I. 4778 (Tenth)	7/1/03 – 9/30/03	\$218,222.00	\$4,339.46 \$36,865.19*	\$218,222.00 <sup>7</sup>	\$4,339.46 (Stroock) <sup>5</sup> \$36,865.19 (Chambers) <sup>5</sup>
March 2, 2004 D.I. 5212 (Eleventh)	10/1/03 – 12/31/03	\$215,718.50	\$5,950.82 \$100,349.50*	\$215,718.50 <sup>8</sup>	\$5,922.67 (Stroock) <sup>6</sup> \$100,349.50 (Chambers) <sup>6</sup>
May 18, 2004 D.I. 5597 (Twelfth)	1/1/04 – 3/31/04	\$254,857.00	\$9,965.36 \$83,147.07*	\$254,857.00 <sup>9</sup>	\$9,864.89 (Stroock) <sup>7</sup> \$83,147.07 (Navigant) <sup>7</sup>
August 26, 2004 D.I. 6269 (Thirteenth)	4/1/04 – 6/30/04	\$353,629.50	\$7,760.42 \$272,474.16*	\$353,629.50 <sup>10</sup>	\$7,760.42 (Stroock) <sup>8</sup> \$272,474.16 (Navigant) <sup>8</sup>

<sup>5</sup> Court Order dated September 22, 2003 approved fees in the amount of \$224,033.50 and expenses in the amount of \$10,410.22.

<sup>6</sup> Amended Court Order dated December 23, 2003 approved fees in the amount of \$215,903.50 and expenses in the amount of \$70,354.78.

<sup>7</sup> Court Order dated April 26, 2004 approved fees in the amount of \$218,222.00 and expenses in the amount of \$41,204.65.

<sup>8</sup> Court Order dated June 16, 2004 approved fees in the amount of \$215,718.50 and expenses in the amount of \$106,272.17.

<sup>9</sup> Court Order dated September 27, 2004 approved fees in the amount of \$254,857.00 and expenses in the amount of \$93,011.96.

<sup>10</sup> Court Order dated January 25, 2005 approved fees in the amount of \$353,629.50 and expenses in the amount of \$280,234.58.

		Payment Requested		Order Approving Amount of:	
November 10, 2004 D.I. 6871 (Fourteenth)	7/1/04 – 9/30/04	\$226,754.50	\$6,705.08 \$67,569.50*	\$226,754.50 <sup>11</sup>	\$6,705.08 (Stroock) <sup>9</sup> \$67,569.50 (Navigant) <sup>9</sup>
February 22, 2005 D.I. 7851 (Fifteenth)	10/1/04 – 12/31/04	\$653,133.20	\$25,830.19 \$140,422.11*	\$648,355.70 <sup>12</sup>	\$25,830.19 (Stroock) <sup>10</sup> \$140,422.11 (Navigant) <sup>10</sup>
May 16, 2005 D.I. 8468 (Sixteenth)	1/1/05- 3/31/05	\$352,289.50	\$12,746.23 \$40,104.23*	\$349,644.00	\$12,746.23 (Stroock) <sup>13</sup> \$40,104.23 (Navigant)
August 19, 2005 D.I. 9225 (Seventeenth)	4/1/-5 – 6/30/05	\$340,821.25	\$9,261.40 \$54,204.34*	\$340,096.25 <sup>14</sup>	\$9,261.40 (Stroock) \$54,204.34 (Navigant)
November 18, 2005 D.I. 11118 (Eighteenth)	7/1/05 – 9/30/05	\$291,843.50	\$8,534.71 \$31,958.50*	\$291,843.50 <sup>15</sup>	\$8,534.71 (Stroock) \$31,958.50 (Navigant)
February 15, 2006 D.I. 11798 (Nineteenth)	10/1/05 – 12/31/05	\$299,419.75	\$5,838.28 \$103,498.49*	\$299,419.75 <sup>16</sup>	\$5,838.69 (Stroock) \$103,498.49 (Navigant)

<sup>11</sup> Court Order dated March 21, 2005 approved fees in the amount of \$226,754.50 and expenses in the amount of \$74,274.58.

<sup>12</sup> Court Order dated June 29, 2005 approved fees in the amount of \$648,335.70 and expenses in the amount of \$166,252.30.

<sup>13</sup> Court Order dated September 27, 2005 approved fees in the amount of \$349,644.00 and expenses in the amount of \$52,850.46.

<sup>14</sup> Court Order dated December 19, 2005 approved fees in the amount of \$340,096.25 and expenses in the amount of \$63,465.74.

<sup>15</sup> Court Order dated March 24, 2006 approved fees in the amount of \$291,843.50 and expenses in the amount of \$40,493.21.

<sup>16</sup> Court Order dated June 16, 2006 approved fees in the amount of \$299,419.75 and expenses in the amount of \$109,337.18.

		Payment Requested		Order Approving Amount of:	
May 26, 2006 D.I. 12533 (Twentieth)	1/1/2006 – 3/31/2006	\$323,566.25	\$5,758.28 \$65,934.98*	\$323,451.25 <sup>17</sup>	\$5,758.28 (Stroock) \$65,372.78 (Navigant)
August 17, 2006 D.I. 13006 (Twenty-First)	4/1/2006 – 6/30/2006	\$332,978.00	\$5,849.79 \$63,467.50*	\$332,978.00 <sup>18</sup>	\$5,849.79 (Stroock) \$63,467.50 (Navigant)
November 29, 2006 D.I. 13835 (Twenty-Second)	7/1/2006 – 9/30/2006	\$380,213.50	\$4,742.11 \$219,776.61*	\$380,213.50 <sup>19</sup>	\$4,742.11 (Stroock) \$219,776.61 (Navigant)
March 1, 2007 D.I. 14717 (Twenty-Third)	10/1/2007 – 12/31/07	\$484,693.50	\$10,038.19 \$336,058.12*	\$484,693.50 <sup>20</sup>	\$10,038.19 (Stroock) \$336,058.12 (Navigant)
June 4, 2007 D.I. 15949 (Twenty-Fourth)	1/1/07 - 3/31/07	\$331,950.50	\$10,690.15 \$272,450.52*	\$331,950.50 <sup>21</sup>	\$10,690.15 (Stroock) \$272,450.52 (Navigant)
August 30, 2007 D.I. 16710 (Twenty-Fifth)	4/1/2007 - 6/30/2007	\$609,233.75	\$13,150.79 \$536,163.29*	\$609,233.75 <sup>22</sup>	\$13,150.79 (Stroock) \$536,163.29 (Navigant)

<sup>17</sup> Court Order dated September 25, 2006 approved fees in the amount of \$323,451.25 and expenses in the amount of \$71,130.16.

<sup>18</sup> Court Order dated December 18, 2006 approved fees in the amount of \$332,978.00 and expenses in the amount of \$69,317.29.

<sup>19</sup> Court Order dated May 3, 2007 approved fees in the amount of \$380,213.50 and expenses in the amount of \$224,518.72.

<sup>20</sup> Court Order dated June 20, 2007 approved fees in the amount of \$484,693.50 and expenses in the amount of \$346,096.31.

<sup>21</sup> Court Order dated September 24, 2007 approved fees in the amount of \$331,950.50 and expenses in the amount of \$283,140.67.

<sup>22</sup> Court order dated December 13, 2007 approved fees in the amount of \$609,233.75 and expenses in the amount of \$549,314.08.

		Payment Requested		Order Approving Amount of:	
December 12, 2007 D.I. 17625 (Twenty-Sixth)	7/1/2007 – 9/30/2007	\$510,043.50	\$10,433.15 \$418,269.08*	\$508,758.50 <sup>23</sup>	\$10,433.15 (Stroock) \$418,269.08 (Navigant)
March 5, 2008 D.I. 18222 (Twenty-Seventh)	10/1/07 – 12/31/07	\$654,871.50	\$112,822.90 \$535,348.99*	\$654,871.50 <sup>24</sup>	\$112,650.85 (Stroock) \$535,348.99 (Navigant)
May 27, 2008 D.I. 18789 (Twenty-Eighth)	1/1/08 - 3/31/08	\$672,622.50	\$20,422.22 \$229,195.95*	\$672,622.50 <sup>25</sup>	\$20,422.22 (Stroock) \$229,195.95 (Navigant)
August 27, 2008 D.I. 19386 (Twenty-Ninth)	4/1/08 - 6/30/08	\$653,130.50	\$26,151.33 \$38,896.84*	\$653,130.50 <sup>26</sup>	\$26,151.33 (Stroock) \$38,896.84 (Navigant)
December 5, 2008 D.I. 20207 (Thirtieth)	7/1/08 – 9/30/08	\$645,502.50	\$11,888.55 \$259.90*	\$645,092.50 <sup>27</sup>	\$11,888.55 (Stroock) \$259.90 (Navigant)
March 9, 2009 D.I. 20950 (Thirty-First)	10/01/08 - 12/31/08	\$557,387.50	\$20,499.56	\$557,387.50 <sup>28</sup>	\$20,499.56
June 1, 2009 D.I. 21937 (Thirty-Second)	1/01/09 - 3/31/09	\$437,100.75	\$7,356.35	\$433,438.75 <sup>29</sup>	\$7,356.35

<sup>23</sup> Court order dated March 12, 2008 approved fees in the amount of \$508,758.50 and expenses in the amount of \$428,702.23.

<sup>24</sup> Court order dated June 23, 2008 approved fees in the amount of \$654,871.50 and expenses in the amount of \$647,999.84.

<sup>25</sup> Court order dated October 1, 2008 approved fees in the amount of \$672,622.50 and expenses in the amount of \$249,618.17.

<sup>26</sup> Court order dated December 17, 2008 approved fees in the amount of \$653,130.50 and expenses in the amount of \$65,048.17.

<sup>27</sup> Court order dated April 1, 2009 approved fees in the amount of \$645,092.50 and expenses in the amount of \$12,148.45.

<sup>28</sup> Court order dated July 7, 2009 approved fees in the amount of \$557,387.50 and expenses in the amount of \$20,499.56.

		Payment Requested		Order Approving Amount of:	
August 19, 2009 D.I. 22869 (Thirty-Third)	4/01/09 - 6/30/09	\$654,188.75	\$16,935.11	\$653,243.75 <sup>30</sup>	\$16,935.11
December 4, 2009 D.I. 23944 (Thirty-Fourth)	7/01/09 - 9/30/09	\$944,248.25	\$44,707.82 \$2,812.50*	\$942,116.25 <sup>31</sup>	\$44,707.82 (Stroock) \$2,812.50 (Navigant)
February 16, 2010 D.I. 24308 (Thirty-Fifth)	10/01/10 - 12/31/09	\$617,534.75	\$26,074.41	\$617,534.75 <sup>32</sup>	\$26,074.41
May 20, 2010 D.I. 24811 (Thirty-Sixth)	01/01/10 - 3/30/10	\$290,697.25	\$5,468.29	\$290,697.25 <sup>33</sup>	\$5,468.29
August 17, 2010 D.I. 25231 (Thirty-Seventh)	4/01/10 - 6/30/10	\$133,786.00	\$1,130.09	\$133,786.00 <sup>34</sup>	\$1,130.09
Nov. 17, 2010 D.I. 25766 (Thirty-Eighth)	7/01/10 - 9/30/10	\$69,080.00	\$627.96	\$69,080.00 <sup>35</sup>	\$627.96
March 3, 2011 D.I. 26481 (Thirty-Ninth)	10/01/10 - 12/30/10	\$141,141.25	\$2,635.46	\$141,141.25 <sup>36</sup>	\$2,635.46

<sup>29</sup> Court order dated September 28, 2009 approved fees in the amount of \$433,438.75 and expenses in the amount of \$7,356.35.

<sup>30</sup> Court order dated December 11, 2009 approved fees in the amount of \$653,243.75 and expenses in the amount of \$16,935.11.

<sup>31</sup> Court order dated March 19, 2010 approved fees in the amount of \$942,116.25 and expenses in the amount of \$47,520.32.

<sup>32</sup> Revised Court Order dated June 7, 2010 approved fees in the amount of \$617,534.75 and expenses in the amount of \$26,074.41.

<sup>33</sup> Court Order dated September 13, 2010 approved fees in the amount of \$290,697.25 and expenses in the amount of \$5,468.29.

<sup>34</sup> Court Order dated December 10, 2010 approved fees in the amount of \$133,786.00 and expenses in the amount of \$1,130.09.

<sup>35</sup> Court Order dated March 25, 2011 approved fees in the amount of \$69,080.00 and expenses in the amount of \$627.96.

<sup>36</sup> Court Order dated June 30, 2011 approved fees in the amount of \$141,141.25 and expenses in the amount of \$2,635.46.

		Payment Requested		Order Approving Amount of:	
May 19, 2011 D.I. 26959 (Fortieth)	1/01/11 – 3/31/11	\$278,180.75	\$4,905.64	\$278,180.75 <sup>37</sup>	\$4,905.64
August 17, 2011 D.I. 27450 (Forty-First)	4/01/11 – 6/30/11	\$388,620.75	\$4,259.75	\$388,620.75 <sup>38</sup>	\$4,259.75
Nov. 16, 2011 D.I. 27985 (Forty-Second)	7/01/11 - 9/01/11	\$188,534.00	\$3,532.88	\$188,534.00 <sup>39</sup>	\$3,532.88
Feb. 16, 2012 D.I. 28540 (Forty-Third)	10/01/11 - 12/31/11	\$92,483.50	\$817.49	\$92,483.50 <sup>40</sup>	\$817.49
May 18, 2012 D.I. 28944 (Forty-Fourth)	01/01/12 - 03/31/12	\$121,495.00	\$740.14	\$121,495.00 <sup>41</sup>	\$740.14
August 15, 2012 D.I. 29463 (Forty-Fifth)	4/01/12 - 6/30/12	\$105,462.00	\$1,264.25	\$105,462.00 <sup>42</sup>	\$1,264.25
November 29, 2012 D. I. 29965 (Forty-Sixth)	7/1/12 - 9/30/12	\$62,865.50	\$486.72	\$62,865.50 <sup>43</sup>	\$486.72

<sup>37</sup> Court Order dated September 20, 2011 approved fees in the amount of \$278,180.75 and expenses in the amount of \$4,905.64.

<sup>38</sup> Court Order dated December 14, 2011 approved fees in the amount of \$388,620.75 and expenses in the amount of \$4,259.75.

<sup>39</sup> Court Order dated March 23, 2012 approved fees in the amount of \$188,534.00 and expenses in the amount of \$3,532.88.

<sup>40</sup> Court Order dated June 14, 2012 approved fees in the amount of \$92,483.50 and expenses in the amount of \$817.49.

<sup>41</sup> Court Order dated October 9, 2012 approved fees in the amount of \$121,495.00 and expenses in the amount of \$740.14.

<sup>42</sup> Court Order dated December 11, 2012 approved fees in the amount of \$105,462.00 and expenses in the amount of \$1,264.25.

<sup>43</sup> Court Order dated March 27, 2013 approved fees in the amount of \$62,865.00 and expenses in the amount of \$486.72.

		Payment Requested		Order Approving Amount of:	
February 28, 2013 D.I. 30330 (Forty-Seventh)	10/1/2012- 12/31/2012	\$94,431.50	\$547.76	\$94,431.50 <sup>44</sup>	\$547.76
May 22, 2013 D.I. 30652 (Forty-Eighth)	1/1/2013 – 3/31/2013	\$43,028.00	\$485.63	\$42,293.00 <sup>45</sup>	\$485.63
August 15, 2013 D.I. 30976 (Forty-Ninth)	4/1/2013 – 6/30/2013	\$44,007.00	\$788.36	\$42,582.00 <sup>46</sup>	\$788.36
Nov. 18, 2013 D.I. 31360 (Fiftieth)	7/1/2013 – 9/30/2013	\$21,644.50	\$432.51	\$21,644.50 <sup>47</sup>	\$432.51
Feb. 19, 2014 D.I. 31755 (Fifty-First)	10/1/2013- 12/31/2013	\$22,843.50	\$321.52		

<sup>44</sup> Court Order dated July 31, 2013 approved fees in the amount of \$94,431.50 and expenses in the amount of \$547.76.

<sup>45</sup> Court Order dated September 24, 2013 approved fees in the amount of \$42,293.00 and expenses in the amount of \$485.63.

<sup>46</sup> Court Order dated December 17, 2013 approved fees in the amount of \$42,582.00 and expenses in the amount of \$788.36.

<sup>47</sup> Court Order dated March 31, 2014 approved fees in the amount of \$21,644.50 and expenses in the amount of \$432.51.

**WR GRACE & CO**  
**ATTACHMENT B**  
**APRIL 12, 2001- FEBRUARY 3, 2014**

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
<b>Partners</b>				
Bhattacharyya, Sayan	0.80	\$ 170	\$ 136.00	1
Cohen, Joel	5.30	\$ 625	\$ 3,312.50	29
DiBernardo, Ian G.	28.00	\$ 480	\$ 13,440.00	
DiBernardo, Ian G.	46.40	\$ 550	\$ 25,520.00	
DiBernardo, Ian G.	0.80	\$ 610	\$ 488.00	9
DiBernardo, Ian G.	6.10	\$ 660	\$ 4,026.00	
DiBernardo, Ian G.	17.10	\$ 720	\$ 12,312.00	
Epstein, Melvin	0.90	\$ 795	\$ 715.50	44
Greenberg, Mayer	81.60	\$ 500	\$ 40,800.00	
Greenberg, Mayer	40.80	\$ 525	\$ 21,420.00	
Greenberg, Mayer	131.80	\$ 550	\$ 72,490.00	
Greenberg, Mayer	83.60	\$ 575	\$ 48,070.00	
Greenberg, Mayer	18.00	\$ 635	\$ 11,430.00	16
Greenberg, Mayer	2.40	\$ 710	\$ 1,704.00	
Greenberg, Mayer	6.80	\$ 760	\$ 5,168.00	
Greenberg, Mayer	3.10	\$ 825	\$ 2,557.50	
Greenberg, Mayer	6.30	\$ 895	\$ 5,638.50	
Greenberg, Mayer	4.30	\$ 940	\$ 4,042.00	
Keller, Robin E.	0.20	\$ 695	\$ 139.00	19
Kruger, Lewis	88.50	\$ 650	\$ 57,525.00	
Kruger, Lewis	91.30	\$ 695	\$ 63,453.50	
Kruger, Lewis	80.80	\$ 725	\$ 58,580.00	
Kruger, Lewis	267.50	\$ 750	\$ 200,625.00	
Kruger, Lewis	130.90	\$ 795	\$ 104,065.50	
Kruger, Lewis	289.70	\$ 825	\$ 239,002.50	44
Kruger, Lewis	246.40	\$ 860	\$ 211,904.00	
Kruger, Lewis	256.90	\$ 945	\$ 242,770.50	
Kruger, Lewis	371.30	\$ 995	\$ 369,443.50	
Kruger, Lewis	20.80	\$ 1,025	\$ 21,320.00	
Kruger, Lewis	2.30	\$ 1,085	\$ 2,495.50	
Kulman, Bradley	0.80	\$ 625	\$ 500.00	18
Latza, William D.	0.50	\$ 675	\$ 337.50	24

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Lavin, Howard S.	1.40	\$ 500	\$ 700.00	20
Levy, Mark A.	56.40	\$ 615	\$ 34,686.00	46
Levy, Mark A.	10.10	\$ 650	\$ 6,565.00	
Levy, Mark A.	2.20	\$ 670	\$ 1,474.00	
Lewin, Robert	4.90	\$ 650	\$ 3,185.00	28
Neidell, Martin H.	12.00	\$ 725	\$ 8,700.00	33
Pasquale, Kenneth	152.10	\$ 475	\$ 72,247.50	15
Pasquale, Kenneth	289.40	\$ 495	\$ 143,253.00	
Pasquale, Kenneth	103.40	\$ 550	\$ 56,870.00	
Pasquale, Kenneth	301.10	\$ 575	\$ 173,132.50	
Pasquale, Kenneth	277.70	\$ 605	\$ 168,008.50	
Pasquale, Kenneth	527.50	\$ 650	\$ 342,875.00	
Pasquale, Kenneth	717.60	\$ 720	\$ 516,672.00	
Pasquale, Kenneth	468.10	\$ 775	\$ 362,777.50	
Pasquale, Kenneth	30.50	\$ 790	\$ 24,095.00	
Pasquale, Kenneth	867.50	\$ 825	\$ 715,687.50	
Pasquale, Kenneth	105.00	\$ 875	\$ 91,875.00	
Pasquale, Kenneth	222.70	\$ 895	\$ 199,316.50	
Pasquale, Kenneth	46.40	\$ 920	\$ 42,688.00	
Pasquale, Kenneth	37.00	\$ 950	\$ 35,150.00	
Pasquale, Kenneth	2.90	\$ 995	\$ 2,885.50	
Raskin, Robert	185.40	\$ 550	\$ 101,970.00	8
Ross, Daniel A.	22.00	\$ 875	\$ 19,250.00	12
Schneider, Bruce H.	0.20	\$ 695	\$ 139.00	31
Speiser, Mark A.	0.30	\$ 575	\$ 172.50	27
Speiser, Mark A.	225.00	\$ 695	\$ 156,375.00	
Speiser, Mark A.	17.30	\$ 735	\$ 12,715.50	
Speiser, Mark A.	0.50	\$ 775	\$ 387.50	
Speiser, Mark A.	11.40	\$ 815	\$ 9,291.00	
Speiser, Mark A.	32.70	\$ 875	\$ 28,612.50	
Speiser, Mark A.	0.40	\$ 900	\$ 360.00	
Welkis, Scott	14.40	\$ 720	\$ 10,368.00	8
Wintner, Mark	40.60	\$ 525	\$ 21,315.00	34
Wintner, Mark	2.40	\$ 550	\$ 1,320.00	
Wintner, Mark	14.90	\$ 595	\$ 8,865.50	
Wintner, Mark	27.30	\$ 625	\$ 17,062.50	
Wintner, Mark	7.70	\$ 660	\$ 5,082.00	
Wintner, Mark	9.40	\$ 695	\$ 6,533.00	

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Wintner, Mark	5.70	\$ 745	\$ 4,246.50	
Wintner, Mark	2.50	\$ 805	\$ 2,012.50	
Wintner, Mark	1.20	\$ 975	\$ 1,170.00	
<b>Total</b>	<b>7189.20</b>		<b>\$ 5,255,523.00</b>	
<b>Associates</b>				
Ambroise, Serge	18.50	\$ 335	\$ 6,197.50	4
Arnett, Jennifer C.	51.00	\$ 465	\$ 23,715.00	4
Balk, Heidi	1.80	\$ 325	\$ 585.00	10
Balk, Heidi	9.10	\$ 495	\$ 4,504.50	
Balk, Heidi	19.10	\$ 555	\$ 10,600.50	
Beal, Abigail M.	256.20	\$ 440	\$ 112,728.00	3
Berg, Madelaine	13.80	\$ 415	\$ 5,727.00	8
Berg, Madelaine	10.10	\$ 500	\$ 5,050.00	
Berg, Madelaine	4.80	\$ 525	\$ 2,520.00	
Berg, Madelaine	26.40	\$ 550	\$ 14,520.00	
Berg, Madelaine	16.90	\$ 595	\$ 10,055.50	
Berg, Madelaine	19.80	\$ 605	\$ 11,979.00	
Berg, Madelaine	70.20	\$ 650	\$ 45,630.00	
Berg, Madelaine	2.20	\$ 685	\$ 1,507.00	
Bonitatibus, Kara M.	17.50	\$ 270	\$ 4,725.00	3
Bonitatibus, Kara M.	3.30	\$ 330	\$ 1,089.00	
Brahms, Marisa I.	40.60	\$ 205	\$ 8,323.00	4
Brandes, Ronnie H.	111.90	\$ 185	\$ 20,701.50	8
Brandes, Ronnie H.	71.10	\$ 245	\$ 17,419.50	
Brandes, Ronnie H.	91.30	\$ 295	\$ 26,933.50	
Butt, Samuel L	21.40	\$ 160	\$ 3,424.00	2
Cutler, Ilana	178.20	\$ 250	\$ 44,550.00	4
Cutler, Ilana	45.90	\$ 335	\$ 15,376.50	
Cutler, Ilana	4.70	\$ 395	\$ 1,856.50	
Diamond, Patrick G.	6.00	\$ 360	\$ 2,160.00	3
Eichler, Mark	7.50	\$ 350	\$ 2,625.00	16
Eichler, Mark	65.70	\$ 440	\$ 28,908.00	
Eichler, Mark	69.70	\$ 480	\$ 33,456.00	
Eichler, Mark	12.70	\$ 515	\$ 6,540.50	
Eichler, Mark	0.80	\$ 550	\$ 440.00	
Eichler, Mark	23.60	\$ 605	\$ 14,278.00	
Eichler, Mark	19.10	\$ 635	\$ 12,128.50	

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Escobar, Miguel	13.90	\$ 160	\$ 2,224.00	2
Fitzgerald, Christine	15.50	\$ 395	\$ 6,122.50	7
Fox, Michael L	19.10	\$ 205	\$ 3,915.50	1
Fox, Michael L	0.50	\$ 245	\$ 122.50	
Garber, Russell D.	18.70	\$ 210	\$ 3,927.00	2
Goldstein, Lisa	0.30	\$ 255	\$ 76.50	1
Gomelskaya, Irina	30.30	\$ 150	\$ 4,545.00	8
Gross, Jonathan E.	0.90	\$ 185	\$ 166.50	1
Gross, Jonathan E.	6.00	\$ 255	\$ 1,530.00	
Gutierrez, James S.	44.10	\$ 355	\$ 15,655.50	6
Gutierrez, James S.	73.80	\$ 420	\$ 30,996.00	
Gutierrez, James S.	170.60	\$ 490	\$ 83,594.00	
Guttmann, Robert	56.20	\$ 305	\$ 17,141.00	2
Harris, Daniel J.	73.90	\$ 295	\$ 21,800.50	1
Harris, Daniel J.	114.70	\$ 325	\$ 37,277.50	
Healy, Francis C.	42.10	\$ 205	\$ 8,630.50	11
Holob, Marissa J.	9.80	\$ 435	\$ 4,263.00	9
Holob, Marissa J.	0.80	\$ 495	\$ 396.00	
James, Melissa	39.20	\$ 160	\$ 6,272.00	1
Jarashow, Mark S.	31.20	\$ 190	\$ 5,928.00	6
Jarashow, Mark S.	106.70	\$ 345	\$ 36,811.50	
Jazayeri, Peter F.	3.70	\$ 315	\$ 1,165.50	
Keppler, Abbey L.	79.70	\$ 425	\$ 33,872.50	27
Keppler, Abbey L.	3.00	\$ 450	\$ 1,350.00	
Keppler, Abbey L.	4.20	\$ 495	\$ 2,079.00	
Keppler, Abbey L.	1.00	\$ 525	\$ 525.00	
Keppler, Abbey L.	3.00	\$ 540	\$ 1,620.00	
Keppler, Abbey L.	6.80	\$ 675	\$ 4,590.00	
Keppler, Abbey L.	1.00	\$ 720	\$ 720.00	
Krieger, Arlene G.	1107.30	\$ 425	\$ 470,602.50	29
Krieger, Arlene G.	952.30	\$ 475	\$ 452,342.50	
Krieger, Arlene G.	901.90	\$ 495	\$ 446,440.50	
Krieger, Arlene G.	1327.20	\$ 525	\$ 696,780.00	
Krieger, Arlene G.	1014.00	\$ 550	\$ 557,700.00	
Krieger, Arlene G.	1244.10	\$ 575	\$ 715,357.50	
Krieger, Arlene G.	1750.50	\$ 605	\$ 1,059,017.97	
Krieger, Arlene G.	2112.60	\$ 650	\$ 1,373,190.00	
Krieger, Arlene G.	2026.90	\$ 675	\$ 1,368,157.50	

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Krieger, Arlene G.	642.30	\$ 695	\$ 446,398.50	
Krieger, Arlene G.	882.50	\$ 715	\$ 630,987.50	
Krieger, Arlene G.	381.10	\$ 725	\$ 276,297.50	
Krieger, Arlene G.	8.40	\$ 735	\$ 6,174.00	
Lawrence, Marika	2.50	\$ 295	\$ 737.50	1
Lieberman, Nina E. A.	1.00	\$ 620	\$ 620.00	5
Luo, Vivian	27.90	\$ 210	\$ 5,859.00	5
Marseille, Stephen B.	4.30	\$ 160	\$ 688.00	5
McEachern, Mary E.	267.80	\$ 395	\$ 105,781.00	7
McHugh, Steven R.	7.90	\$ 210	\$ 1,659.00	1
Melendres, Linda M.	50.50	\$ 260	\$ 13,130.00	6
Millman, Sherry J.	1.80	\$ 650	\$ 1,170.00	30
Minias, Joseph G.	11.70	\$ 305	\$ 3,568.50	2
Minias, Joseph G.	2.70	\$ 355	\$ 958.50	
Murphy, John R.	0.30	\$ 525	\$ 157.50	3
Nygard, James O.	9.30	\$ 715	\$ 6,649.50	2
Papir, Ryan M.	34.90	\$ 360	\$ 12,564.00	2
Papir, Ryan M.	36.90	\$ 395	\$ 14,575.50	
Papir, Ryan M.	8.90	\$ 465	\$ 4,138.50	
Parra, Rebecca	10.60	\$ 160	\$ 1,696.00	6
Parra, Rebecca	60.50	\$ 260	\$ 15,730.00	
Parra, Rebecca	25.40	\$ 355	\$ 9,017.00	
Pearsall, Alison	16.60	\$ 380	\$ 6,308.00	4
Ross, Adam	11.40	\$ 185	\$ 2,109.00	4
Rotker, Laurel S.	3.50	\$ 450	\$ 1,575.00	25
Sasson, Gabriel	16.70	\$ 210	\$ 3,507.00	2
Sasson, Gabriel	11.10	\$ 310	\$ 3,441.00	
Sasson, Gabriel	20.30	\$ 425	\$ 8,627.50	
Sasson, Moshe	228.30	\$ 360	\$ 82,188.00	10
Sasson, Moshe	337.60	\$ 395	\$ 133,352.00	
Sasson, Moshe	119.40	\$ 445	\$ 53,133.00	
Shainbrown, Ian S	5.40	\$ 255	\$ 1,377.00	3
Strauss, Joseph E.	66.50	\$ 445	\$ 29,592.50	16
Strauss, Joseph E.	30.70	\$ 530	\$ 16,271.00	
Strauss, Joseph E.	107.90	\$ 595	\$ 64,200.50	
Strauss, Joseph E.	9.10	\$ 610	\$ 5,551.00	
Taruschio, Anna	177.10	\$ 185	\$ 32,763.50	7
Taruschio, Anna	164.80	\$ 245	\$ 40,376.00	

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Taruschio, Anna	46.70	\$ 285	\$ 13,309.50	
Taruschio, Anna	2.50	\$ 320	\$ 800.00	
Thomison, Jessamy K.	114.30	\$ 260	\$ 29,718.00	2
Thomison, Jessamy K.	70.30	\$ 320	\$ 22,496.00	
Weis, Christina J	14.30	\$ 160	\$ 2,288.00	6
Wildes, Denise K.	0.20	\$ 495	\$ 99.00	24
Wildes, Denise K.	1.10	\$ 525	\$ 577.50	
Wildes, Denise K.	0.60	\$ 605	\$ 363.00	
Wildes, Denise K.	0.30	\$ 650	\$ 195.00	
Wildes, Denise K.	77.00	\$ 735	\$ 56,595.00	
Wildes, Denise K.	9.90	\$ 750	\$ 7,425.00	
Williams Herman, Onika A.	24.90	\$ 210	\$ 5,229.00	1
<b>Total</b>	<b>18886.10</b>		<b>\$ 10,159,182.97</b>	
<b>ParaProfessionals</b>				
Azelby, Colleen	3.90	\$ 85	\$ 331.50	1
Bannister, Shawn A.	10.90	275	\$ 2,997.50	9
Bent, Tamika	1.50	55	\$ 82.50	1
Bertuglia Lyons, Jessica	6.20	155	\$ 961.00	4
Bowen, Mark	11.20	175	\$ 1,960.00	7
Bowen, Mark	1.10	195	\$ 214.50	
Bowen, Mark	0.80	220	\$ 176.00	
Braun, Danielle E.	0.20	275	\$ 55.00	3
Braun, Danielle E.	0.60	290	\$ 174.00	
Calvo, Fernando S.	1.20	120	\$ 144.00	1
Calvo, Fernando S.	2.80	135	\$ 378.00	
Calvo, Fernando S.	1.00	170	\$ 170.00	
Calvo, Fernando S.	9.10	180	\$ 1,638.00	
Calvo, Fernando S.	0.70	195	\$ 136.50	
Carrion, Carole	16.90	225	\$ 3,802.50	8
Carrion, Carole	2.70	235	\$ 634.50	
Caskadon, Alexandra	114.80	170	\$ 19,516.00	2
Caskadon, Alexandra	274.80	180	\$ 49,464.00	
Caskadon, Alexandra	249.60	195	\$ 48,672.00	
Caskadon, Alexandra	85.70	210	\$ 17,997.00	
Chaudhery, Kamilla A.	54.70	475	\$ 25,982.50	7
Cohen, Reuben H.	4.70	235	\$ 1,104.50	2
Cohen, Reuben H.	2.70	240	\$ 648.00	

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Cotto, Lisa	70.30	150	\$ 10,545.00	1
Cotto, Lisa	18.70	170	\$ 3,179.00	
Cromwell, Marlon E.	2.60	215	\$ 559.00	4
Cromwell, Marlon E.	22.80	235	\$ 5,358.00	
Cromwell, Marlon E.	0.90	245	\$ 220.50	
Crooks, Harris	0.10	120	\$ 12.00	
Crooks, Harris	0.30	180	\$ 54.00	16
Crooks, Harris	1.80	230	\$ 414.00	
Davison, Andrew S.	3.10	165	\$ 511.50	
De Pinto, Lauren M.	10.00	235	\$ 2,350.00	9
Defreitas, Vaughn	1.80	90	\$ 162.00	26
Defreitas, Vaughn	349.10	100	\$ 34,910.00	
Defreitas, Vaughn	143.90	115	\$ 16,548.50	
Defreitas, Vaughn	148.90	130	\$ 19,357.00	
Dhanraj, Judy N.	0.40	120	\$ 48.00	15
Dhanraj, Judy N.	0.40	200	\$ 80.00	
Dhanraj, Judy N.	0.80	205	\$ 164.00	
Frantz, Andrew	1.00	75	\$ 75.00	27
Fuchs, Jacqueline	0.30	180	\$ 54.00	2
Giaquinto, Christine M.	3.90	155	\$ 604.50	12
Green, Carol P.	1.50	175	\$ 262.50	9
Holzberg, Ethel H.	5.90	145	\$ 855.50	37
Holzberg, Ethel H.	9.60	170	\$ 1,632.00	
Holzberg, Ethel H.	6.50	195	\$ 1,267.50	
Holzberg, Ethel H.	14.20	210	\$ 2,982.00	
Holzberg, Ethel H.	218.10	225	\$ 49,072.50	
Holzberg, Ethel H.	267.80	255	\$ 68,289.00	
Holzberg, Ethel H.	301.70	270	\$ 81,459.00	
Holzberg, Ethel H.	219.20	275	\$ 60,280.00	
Horn, Meredith C.	14.50	155	\$ 2,247.50	8
Huang, Hang Qi	6.50	165	\$ 1,072.50	6
Huang, Hang Qi	1.90	185	\$ 351.50	
Indelicato Lisa	3.90	170	\$ 663.00	4
Jones, Margaret	7.50	175	\$ 1,312.50	14
Kaufman, Eric M.	3.20	120	\$ 384.00	16
Kaufman, Eric M.	1.50	180	\$ 270.00	
Kaufman, Eric M.	0.50	210	\$ 105.00	
Kollender, Adam E.	3.30	215	\$ 709.50	2

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Krieger, Dmitry	0.40	205	\$ 82.00	17
Lawler, Elizabeth B.	61.70	210	\$ 12,957.00	1
Lawler, Elizabeth B.	7.20	225	\$ 1,620.00	
Lollie, Toya	0.90	120	\$ 108.00	8
Lollie, Toya	45.20	150	\$ 6,780.00	
Lollie, Toya	2.00	165	\$ 330.00	
Magzamen, Michael	4.70	180	\$ 846.00	
Magzamen, Michael	0.70	195	\$ 136.50	12
Magzamen, Michael	0.70	210	\$ 147.00	
Magzamen, Michael	0.60	225	\$ 135.00	
Magzamen, Michael	0.90	255	\$ 229.50	
Magzamen, Michael	1.60	270	\$ 432.00	
Magzamen, Michael	65.30	295	\$ 19,263.50	
Magzamen, Michael	21.70	305	\$ 6,618.50	
Magzamen, Michael	11.30	320	\$ 3,616.00	
Magzamen, Michael	5.90	335	\$ 1,976.50	
Magzamen, Michael	3.00	345	\$ 1,035.00	
Malpeli, Gary	2.00	170	\$ 340.00	24
Malpeli, Gary	6.10	240	\$ 1,464.00	
Maniscalco, Ilea	21.30	70	\$ 1,491.00	1
Mohamed, David	29.60	100	\$ 2,960.00	25
Mohamed, David	8.20	115	\$ 943.00	
Mohamed, David	197.50	130	\$ 25,675.00	
Mohamed, David	413.60	150	\$ 62,040.00	
Mohamed, David	656.10	165	\$ 108,256.50	
Mohamed, David	490.00	175	\$ 85,750.00	
Mohamed, David	667.70	180	\$ 120,186.00	
Mohamed, David	213.80	190	\$ 40,622.00	
Mohamed, David	287.30	200	\$ 57,460.00	
Mohamed, David	202.60	210	\$ 42,546.00	
Mohamed, David	143.90	220	\$ 31,658.00	
Nissle, Susan	2.50	170	\$ 425.00	9
Palacios, Gino D.	82.80	225	\$ 18,630.00	6
Palacios, Gino D.	8.70	235	\$ 2,044.50	
Palacios, Gino D.	2.50	240	\$ 600.00	
Peters, Angelina	12.40	70	\$ 868.00	4
Peters, Angelina	4.70	85	\$ 399.50	
Peters, Angelina	2.20	115	\$ 253.00	

	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>	<b>No. of Years in Position</b>
Peters, Angelina	3.70	130	\$ 481.00	
Quartararo, Michael	6.60	285	\$ 1,881.00	6
Rivera, Eddie M.	3.40	235	\$ 799.00	
Rivera, Eddie M.	2.20	250	\$ 550.00	5
Rodriguez, Peter J.	14.00	105	\$ 1,470.00	3
Schoenfeld, Benjamin R	72.00	155	\$ 11,160.00	3
Serebryany, Yefim	8.00	175	\$ 1,400.00	2
Serrette, Rosemarie	55.30	130	\$ 7,189.00	
Serrette, Rosemarie	137.30	150	\$ 20,595.00	
Serrette, Rosemarie	126.20	170	\$ 21,454.00	
Serrette, Rosemarie	1.20	180	\$ 216.00	
Serrette, Rosemarie	1.60	195	\$ 312.00	
Serrette, Rosemarie	25.80	210	\$ 5,418.00	
Siegel, Scott D.	1.40	315	\$ 441.00	
Siegel, Scott D.	1.70	325	\$ 552.50	2
Sperber, Doug	0.50	165	\$ 82.50	1
Stutman, Sarah	1.50	180	\$ 270.00	
Stutman, Sarah	0.80	195	\$ 156.00	1
Stygar, Christine M.	105.40	155	\$ 16,337.00	
Stygar, Christine M.	4.90	180	\$ 882.00	
Stygar, Christine M.	8.80	240	\$ 2,112.00	
Szemelynec, Kristine A.	14.50	275	\$ 3,987.50	7
Tamaroff, Joshua A.	1.00	75	\$ 75.00	1
Wojcik, Mark R.	0.40	225	\$ 90.00	
Wojcik, Mark R.	0.60	295	\$ 177.00	
Wojcik, Mark R.	1.60	305	\$ 488.00	
	<b>7015.90</b>		<b>\$ 1,305,160.50</b>	
<b>Sub Total</b>	<b>33091.20</b>		<b>\$ 16,719,866.47</b>	
<b>Less Travel Time</b>	<b>-412.05</b>		<b>\$ (284,853.50)</b>	
<b>Total</b>	<b>32679.15</b>		<b>\$ 16,435,012.97</b>	
<b>Less Court Ordered Reductions</b>			<b>\$ (40,949.30)</b>	
<b>Grand Total</b>			<b>\$ 16,394,063.67</b>	

**WR GRACE & CO**  
**COMPENSATION BY PROJECT CATEGORY**  
**ATTACHMENT C**  
**APRIL 12, 2001 - FEBRUARY 3, 2014**

<b>Client</b>	<b>Matter</b>	<b>Matter Name</b>	<b>Hours</b>	<b>Amount</b>
*	699842	0002 General Case Administration	355.50	\$ 101,193.50
	699842	0003 Fee Application/Monthly Billing Reports	235.00	58,214.00
	699842	0004 Review of Other Professionals Fee Application	25.60	8,211.00
	699842	0005 Asbestos Litigations	428.90	181,474.50
	699842	0006 Retention of Professionals	171.50	55,207.00
	699842	0007 Creditors Committee Issues/Conferences	351.10	140,097.00
	699842	0008 Court Hearings	75.90	37,219.00
	699842	0009 Financial Reports & Analysis	27.10	12,237.50
	699842	0010 Post Petition Financing	7.80	4,390.00
	699842	0011 Executory Contracts/License Agreements	51.20	13,344.50
	699842	0012 Claims Analysis/Claims Objection Process	3.40	895.00
	699842	0013 Analysis of Pre-Petition Transactions	73.50	30,929.00
	699842	0015 Sale of Assets	14.00	6,062.50
	699842	0016 Lift Stay Litigation	17.00	6,709.50
	699842	0018 Tax Issues	240.50	102,082.50
	699842	0020 Erisa Issues	276.20	109,774.50
	699842	0022 Exclusivity	1.30	318.50
	699842	0024 Environmental Issues	59.20	24,866.00
	699842	0025 Travel	44.00	22,147.50
	699843	0003 Claim Analysis Objection, Resolution & Estimation (Asbestos)	3936.70	2,215,253.50
	699843	0005 Asbestos: Settlement Matters	0.90	400.50
	699843	0007 Asbestos: Other	43.80	16,925.50
	699843	0008 Asset Analysis and Recovery	224.20	102,852.50
	699843	0009 Asset Dispositions, Sales, Uses and Leases (Section 363)	233.50	153,706.50
	699843	0011 Bankruptcy Litigation ( Preferences and Avoidance Actions)	5.30	2,440.00
	699843	0013 Business Operations	624.00	405,742.50
	699843	0014 Case Administration	4837.30	1,196,363.47
	699843	0015 Claims Analysis/Objections/Administration (Non-Asbestos)	1056.80	645,209.50
	699843	0017 Committee, Creditors', Noteholders', or Equity Holders'	4318.60	2,547,489.50
	699843	0018 Fee Application, Applicant	2594.50	898,363.50
	699843	0019 Creditor Inquiries	281.20	206,180.00
	699843	0020 Fee Application, Others	541.20	164,379.50
	699843	0021 Employee Benefits, Pension	318.90	186,981.00
	699843	0022 Environmental Matters/Regulations/Litigation	742.00	453,552.00

<b>Client</b>	<b>Matter</b>	<b>Matter Name</b>	<b>Hours</b>	<b>Amount</b>
699843	0023	Executory Contracts/Unexpired Leases (Assumption and Rejection)	17.30	8,889.50
699843	0026	Financing (Cash Collateral and DIP Finan	7.70	3,767.50
699843	0028	Insurance	182.60	109,774.00
699843	0031	Investigations	108.10	40,382.00
699843	0032	Litigation (Non-Bankruptcy/General)	318.80	183,648.50
699843	0034	Litigation/Fraudulent Conveyance	1118.70	420,454.50
699843	0035	Travel - Non Working	780.10	547,559.50
699843	0036	Plan and Disclosure Statement	5414.90	3,511,157.00
699843	0037	Hearings	1810.50	1,241,420.00
699843	0040	Employment Applications - Others	181.40	96,847.00
699843	0041	Relief from Stay Proceedings	79.30	37,621.50
699843	0044	SEC Reporting, Disclosure and Other Matters	0.70	332.50
699843	0047	Tax Issues	853.50	406,800.50
			<b>Sub Total</b>	<b>\$ 16,719,866.47</b>
			<b>Less Travel Time</b>	<b>-412.05</b>
				<b>(284,853.50)</b>
			<b>Total</b>	<b>\$ 16,435,012.97</b>
			<b>Less Court Ordered Reductions</b>	<b>(40,949.30)</b>
			<b>Grand Total</b>	<b>\$ 16,394,063.67</b>

\*Matters billed under client number 699842 reflect the old task codes utilized from April 12, 2001 through December 31, 2001

**WR GRACE & CO.**  
**DISBURSEMENT SUMMARY**  
**ATTACHMENT D**  
**APRIL 12, 2001 - FEBRUARY 3, 2014**

Outside Messenger Service	\$ 14,887.38
Overtime	1,530.00
Meals	9,559.83
Local Transportation	19,266.36
Long Distance Telephone	39,875.73
Duplicating Costs-in House	21,248.99
Duplicating Costs-Outside	30,905.61
Postage	242.03
Outside Professional Services	2,569.25
Filing Fees	6,085.50
Court Reporting Services	162,509.99
Process Service & Calendar Watch	6,729.04
Miscellaneous	3,516.02
O/S Information Services	15,287.32
Word Processing	2,106.00
In House Messenger Service	1,477.90
Lexis/Nexis	24,883.75
Facsimile Charges	2,523.46
Travel Expenses - Transportation	69,244.96
Travel Expenses - Lodging	22,638.64
Travel Expenses - Meals	4,240.80
Westlaw	128,885.95
Word Processing	7,248.00
Color Copying - In House	273.00
Expert Fees and Costs	9,918.43
<b>Sub Total</b>	<b>\$ 607,653.94</b>
<b>Less Court Ordered Reductions</b>	<b>(3,096.87)</b>
<b>Grand Total (Stroock)</b>	<b>\$ 604,557.07</b>
<b>Plus Navigant/Chambers Fees and Costs</b>	<b>*3,935,393.24</b>
	<b>\$ 4,539,950.31</b>
<b>*Net of Court ordered reduction (562.20)</b>	

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: )  
W. R. GRACE & CO., et al.<sup>1</sup> ) Chapter 11  
Reorganized Debtors. ) Case No. 01-01139 (KJC)  
 )  
 ) Jointly Administered

**FIFTY-SECOND AND FINAL FEE APPLICATION OF STROOCK &  
STROOCK & LAVAN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF W. R. GRACE & CO., et al., FOR INTERIM AND  
FINAL COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR  
SERVICES RENDERED DURING THE PERIOD FROM  
APRIL 12, 2001 THROUGH FEBRUARY 3, 2014**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its subsidiaries and affiliates that are debtors and debtors-in-possession (the “Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below), seeking an interim and final allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

## INTRODUCTION

1. By this fifty-second and final fee application (the "Final Fee Application"), Stroock seeks (i) an interim allowance and award of compensation for the professional services

<sup>1</sup> The Reorganized Debtors consist of the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc. and Water Street Corporation.

rendered by Stroock as counsel for the Committee for the period from January 1, 2014 through February 3, 2014 (the "Interim Compensation Period") in the amount of \$11,847.50 representing 12.0 hours of professional services and 9.6 hours of paraprofessional services, and reimbursement of actual and necessary expenses incurred by Stroock during the Interim Compensation Period in connection with rendition of such services in the amount of \$98.40; (ii) final allowance of compensation for the professional services rendered by Stroock as counsel to the Committee for the period from April 12, 2001 through February 3, 2014 (the "Complete Compensation Period") in the aggregate amount of \$16,394,063.67 (including the amounts set forth above) representing 32,679.15 hours of professional and paraprofessional services, and reimbursement of actual and necessary expenses incurred by Stroock during the Complete Compensation Period in connection with rendition of such services in the aggregate amount of \$4,539,950.31 (includes \$604,557.07 for Stroock, and \$3,935,393.24 for Navigant Consulting (f/k/a Chambers)); and (iii) payment of any unpaid portion of such fees and expenses. In support of this Final Fee Application, Stroock respectfully represents as follows:

2. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

## **BACKGROUND**

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and were continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' chapter 11 cases were procedurally consolidated and jointly administered.

4. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP (n/k/a Duane Morris LLP) ("DM&H") as its local Delaware counsel. On December 3, 2003, the United States Trustee filed a second amended notice of appointment of the Committee. On July 10, 2006, the United States Trustee filed a third amended notice of appointment of the Committee.

5. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims (the "ACC") and asbestos-related property damage claims (the "PD Committee") against the Debtors (collectively, the "Asbestos Claim Committees"). On June 18, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors (the "Equity Committee").

6. By order dated May 24, 2004, the Court authorized the appointment of a legal representative for future asbestos personal injury claimants (the "PI FCR"). By order dated October 20, 2008, the Court authorized the appointment of a legal representative for future asbestos property damage claimants (the "PD FCR").

7. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee *nunc pro tunc* to April 12, 2001. The Court signed an order approving Stroock's retention as counsel to the Committee on May 30, 2001.

## **MONTHLY AND INTERIM FEE APPLICATIONS SUBMITTED**

8. This is the fifty-second and final fee application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This Final Fee Application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 as amended by order dated April 17, 2002 (collectively, the “Administrative Fee Order”). Pursuant to the terms of the Administrative Fee Order, prior to the filing of this Final Fee Application, Stroock has filed one-hundred and fifty-five monthly fee applications with the Court covering the monthly periods from April 12, 2001 through February 3, 2014. In addition, Stroock has filed fifty-one interim quarterly fee applications with the Court for allowance of compensation and for reimbursement of expenses covering the quarterly periods from April 12, 2001 through December 31, 2013. Included in this Final Fee Application is also a request for allowance and payment for the period from January 1, 2014 through February 3, 2014, as reflected in the monthly fee applications (for January and February) filed by Stroock in the Debtors’ cases, which applications have not yet been approved by the Court.

9. With respect to the Interim Compensation Period (from January 1, 2014 through February 3, 2014), Stroock filed two monthly invoices for services rendered and reimbursement of expenses as follows: (a) for the period from January 1, 2014 through January 31, 2014, in the amounts of \$11,159.20 for fees and \$98.40 for expenses (the “January 2014 Invoice”) and (b) for the period from February 1, 2014 through February 3, 2014, in the amounts of \$688.00 for fees and \$0.00 for expenses (the “February 2014 Invoice”). No quarterly fee application has been filed with respect to these fees and expenses, and as of the date hereof, Stroock has not yet

received any payment for the January and February 2014 Invoices. A certificate of no objection for the January 2014 Invoice was filed on April 24, 2014, and a certificate of no objection for the February 2014 Invoice will be filed on or about May 19, 2014. The January 2014 Invoice and the February 2014 Invoice are attached hereto as Exhibits “B” and “C”, respectively.

10. Other than as described above, Stroock has received no other payments and no promises for payment from any source for services rendered in connection with these cases. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

11. As stated in the Affidavit of Kenneth Pasquale, Esq. annexed hereto as Exhibit “A,” all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

#### **RELIEF REQUESTED**

12. By this Final Fee Application, Stroock seeks final allowance of \$16,394,063.67 as compensation for professional services rendered, and \$4,539,950.31<sup>2</sup> as reimbursement of Stroock’s actual and necessary expenses incurred during these Chapter 11 Cases, for a total final allowance amount of \$20,934,013.98.

13. Stroock maintains detailed written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering

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<sup>2</sup> This amount includes fees and expenses incurred by Navigant Consulting (f/k/a Chambers), the Committee’s Asbestos Issues Expert in the amount of \$3,935,393.24.

such services and in the ordinary course of Stroock's practice. Stroock's actual detailed time records, separated into appropriate project categories prescribed by the Administrative Fee Order and presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of February 1, 2006, have been previously filed with the Court, and are incorporated herein by reference. With respect to the Interim Compensation Period, the time records are contained in the monthly fee applications attached hereto as Exhibits "B" and "C". In addition, Exhibit "D" hereto contains a fee summary chart showing all of the names of the attorneys and paraprofessionals who incurred fees during the Interim Compensation Period, the number of hours expended by each of them in performing services, their normal hourly billing rates, and the aggregate value of their services. A similar chart showing a summary of the aggregate hours expended by all of the professionals and paraprofessionals over the Complete Compensation Period is included above in Attachment B. Exhibit "E" attached hereto contains a summary of the hours expended by Stroock professionals and paraprofessionals during the Interim Compensation Period for each of the project categories described below. A similar chart showing the aggregate hours and fees expended by project category during the course of the Complete Compensation Period is included above in Attachment C.

14. The total time spent by Stroock attorneys and paraprofessionals during the Complete Compensation Period was 32,679.15 hours of service, for a total charge of \$16,394,063.67<sup>3</sup>, calculated in accordance with Stroock's normal hourly rates in effect at the time the services were rendered. Stroock's hourly rates are set at a level designed to fairly compensate Stroock for the work of its attorneys and paralegals and to cover certain fixed and routine overhead expenses.

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<sup>3</sup> Reflects a reduction of \$40,949.30 in fees pursuant to this Court's prior orders.

15. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. Stroock incurred actual and necessary out of pocket expenses in connection with service performed during the Interim Compensation Period in the total amount of \$604,557.07<sup>4</sup> (plus \$3,935,393.24 for Navigant Consulting (f/k/a Chambers) as set forth on Exhibit "F" hereto. Exhibit "F" contains a schedule of the categories of expenses and amounts for which reimbursement is sought during the Interim Compensation Period (the actual itemized expenses are included as Exhibit C to each of the January and February 2014 monthly invoices). A similar schedule of the aggregate expenses for which reimbursement is requested for the Complete Compensation Period is included above in Attachment D.

16. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee during the Complete Compensation Period were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these chapter 11 cases.

#### **SUMMARY OF SERVICES RENDERED**

17. Since the outset of these chapter 11 cases, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of these chapter 11 cases and the need to act or respond on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by personnel from several legal disciplines.

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<sup>4</sup> Reflects a reduction of \$3,096.87 in expenses pursuant to this Court's prior orders.

**A. Summary of Services Rendered During the Interim Compensation Period**

18. The following summary of the services rendered during the Interim Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibits "B" and "C" hereto. Rather, it is merely an attempt to highlight certain of the areas in the discrete sub-matters under which services were rendered to the Committee and to identify some of the issues to which Stroock was required to direct its attention.

**Case Administration – Category 0014**

19. During the Interim Compensation Period, Stroock continued to closely monitor the items on the Court's general chapter 11 docket for these cases and on the confirmation-related appeals dockets for the Third Circuit Court of Appeals, as well as those dockets relating to pending adversary proceedings and other appeals, to ensure that the Committee was fully informed about all pending motions, adversary proceedings and appeals. In conjunction therewith, Stroock reviewed all notices, agendas, applications, motions, correspondence and orders filed or entered in these proceedings, including the Debtors' Amended Schedules, the Notice of Dismissal relating to the Confirmation appeals and the Notice of the Effective Date. Stroock has expended 3.2 hours on this category for a fee of \$757.00.

**Committee, Creditors' Noteholders' or Equity Holders' – Category 0017**

20. During the Interim Compensation Period, Stroock communicated with the Committee and its members through various memoranda in order to keep the Committee fully informed of all of the pending matters and developments in these cases, and thus enable the Committee to take informed positions on the issues. Stroock reviewed and provided information to the Committee on motions, other pleadings and notices filed by the Debtors and other parties-

in-interest in these cases, raised issues the Committee should be aware of, made recommendations to the Committee concerning appropriate actions to be taken with regard to these proposals and pleadings and communicated with the Committee and its members regarding the positions to be taken. In addition, where appropriate Stroock engaged counsel and other representatives for the Debtors, as well as the Committee's financial advisor, with questions, concerns and comments, regarding these matters. Specifically, during this period, Stroock reviewed and communicated with the Committee and discussed with Capstone, the Debtors' exit financing motions, including the proposed terms and fees associated therewith, and the related motion to seal certain confidential fee information. Stroock also reviewed and communicated with the Debtors, their professionals, the Committee, and the Committee's financial advisor, regarding the proposed settlement with the Bank Lenders concerning the amount of post-petition interest to be paid to the Lenders under the Plan. Through its correspondence and communications with the Committee, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions and express the Committee's views regarding the issues which arise in these cases, and to participate in those proceedings and matters and in the confirmation of a plan providing appropriate treatment for the creditors represented by the Committee. Stroock has expended 5.2 hours on this category for a fee of \$4,267.50.

**Fee Application, Applicant – Category 0018**

21. During the Interim Compensation Period, Stroock prepared its monthly fee application for December 2013, as well as the related notice, affidavit of service and certification of no objection. Stroock has expended 2.9 hours on this category for a fee of \$875.00.

**Creditor Inquiries -- Category 0019**

22. During this Interim Compensation Period, Stroock continued to respond to numerous inquiries from unsecured creditors with respect to the plan settlement with the Bank Lenders and the calculation of post-petition interest thereunder, as well as questions regarding the effective date, the timing for emergence and distribution details. In response, Stroock interfaced with the Debtors' professionals to discuss these issues. Stroock has expended 2.6 hours on this category for a fee of \$2,293.00.

**Fee Application, Others – Category 0020**

23. During this Interim Compensation Period, Stroock assisted Capstone with filing its 117<sup>th</sup>, 118<sup>th</sup> and 119th monthly fee applications, and in conjunction therewith, prepared notices, affidavits of service and certifications with respect thereto. Stroock has expended 4.0 hours on this category for a fee of \$880.00.

**Plan and Disclosure Statement – Category 0036**

24. During this Interim Compensation Period, the Debtors achieved a global settlement with the Bank Lenders regarding the rate of post-petition interest due on the Bank Lenders' claims under the Plan which settlement mooted the one remaining appeal of the plan confirmation order. Stroock reviewed and communicated with Capstone and the Committee regarding the Debtors' proposed settlement with the Bank Lenders, prepared a legal memorandum for the Committee regarding the terms of the proposed settlement with the Bank Lenders and communicated with the Committee regarding entry of the Court's order approving the Bank Lender Settlement and withdrawal of the confirmation appeal. In addition, during this period, Stroock reviewed and discussed with the Debtors' professionals and Capstone the Debtors' proposed Allowed Claims Exhibit to the Plan, including the proposed calculations for

post-petition interest to be paid to trade creditors and to the Bank Lenders. Stroock also reviewed and communicated with the Debtors and their professionals, and Capstone and the Committee, the Debtors' proposed exit financing, related fees and financial information, and prepared a memorandum for the Committee summarizing the key terms of the financing and communicated with the Committee regarding the approval of the exit financing and satisfaction of the final condition for the effective date. Finally, in connection with the Plan's Effective Date, Stroock reviewed and corresponded with the Debtors regarding revised effective date closing and Plan documents, and reviewed and communicated with the Committee regarding the Notice of the Plan Effective Date and the dissolution of the Committee. Stroock expended 3.2 hours on this category for a fee of \$2,400.00.

#### **Hearings – Category 0037**

25. During the Interim Compensation Period, Stroock continued to monitor, review and discuss with the Debtors, the Committee and local counsel, as needed, the hearing notices and hearing agendas in these cases, and Stroock's and/or local counsel's participation in same, and Stroock participated by teleconference in the hearing/conference held by the Court on January 29, 2014. Stroock expended 0.5 hours on this category for a fee of \$375.00.

#### **B. Summary of Services Rendered During the Complete Compensation Period**

26. As noted above, detailed descriptions of the services rendered by Stroock on behalf of the Committee during the Complete Compensation Period were included in each of Stroock's previously filed interim fee applications and are incorporated herein by reference and not reiterated herein. In summary, during the course of these proceedings, Stroock actively participated in every aspect of these cases on behalf of the Committee's interests and played an integral role in the estimation proceedings, plan discussions and confirmation proceedings,

including advocating for the payment of post-petition interest on all unsecured claims in these cases, including with respect to the bank debt claims, at the applicable default rate of interest. In connection therewith, Stroock devoted many hours towards researching legal issues, conferring with the Committee and its advisors regarding legal strategy and preparing, filing and reviewing a multitude of relevant pleadings and participating in discovery and hearings in connection with the asbestos estimation proceedings and plan confirmation-related proceedings. Ultimately, confirmation of the Debtors' Plan and implementation of the Bank Lender Settlement resulted in payment in full in cash of all unsecured claims (inclusive of post-petition interest).

27. In addition to the foregoing, during the Complete Compensation period, Stroock, together with Capstone, the Committee's financial advisor, addressed numerous operational, financial and business issues, including, among others: (i) the Debtors' DIP financing and related extensions and amendments thereto, (ii) requests by the Debtors to approve strategic assets acquisitions and joint ventures, and (iii) numerous significant environmental and tax matters.

### **ALLOWANCE OF COMPENSATION**

28. Stroock respectfully submits that the professional services performed during the Complete Compensation Period and the expenses incurred therewith were necessary and reasonable and have resulted in substantial benefit to the unsecured creditors and the Debtors' estates.

29. Section 330 of the Bankruptcy Code prescribes the general standards for determining the reasonableness of the amount of compensation sought by professionals, and provides for compensation for the reasonable and necessary services rendered by professionals

“based on the time, the nature, the extent and the value of such services, and the cost of comparable services other than in a case under this title...” 11 U.S.C. § 330.

30. Stroock respectfully submits that the compensation sought in this Final Fee Application is necessary and reasonable under section 330 of the Bankruptcy Code. Stroock has devoted a substantial amount of time and effort to the numerous complex issues related to these chapter 11 cases. Stroock’s efforts have contributed to the successful confirmation and consummation of the Debtors’ Plan. In addition, by this Application, Stroock seeks its customary fees at rates which are comparable to those charged by law firms of similar size and expertise in Stroock’s relevant market. Finally, as shown by this Application and the supporting documents, during the Complete Compensation Period, Stroock spent its time economically without unnecessary duplication of time.

31. Moreover, a consideration of the factors considered in awarding attorney’s fees and enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5<sup>th</sup> Cir. 1977), reh’g denied, 547 F.2d 573, cert. denied, 431 U.S. 904, which standards have been adopted by most courts, should result in the allowance of the fees and expenses sought herein in that (a) substantial time and effort was required in order to perform the services necessitated by the Committee and the chapter 11 cases; (b) novel and complex issues have arisen in the course of the chapter 11 cases; (c) Stroock attorneys possess the necessary skills and experience in the areas of law relevant to these chapter 11 cases; (d) Stroock’s fees are reasonable and commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience; (e) Stroock’s efforts have resulted in the Committee being an active participant in these chapter 11 cases, and its oversight has benefited the Debtors’ estates. Stroock has one of the largest and most sophisticated insolvency practices

in the nation, and has played a major role in numerous cases of national import. Stroock's efforts in these cases have contributed to the confirmation and consummation of the Debtors' Plan and the payment in full in cash of all unsecured claims with post-petition interest.

32. The total time spent by Stroock attorneys and paraprofessionals during the Compensation Period for which Stroock seeks payment was 32,679.15 hours, with a fair market value of \$16,394,063.67<sup>5</sup>. The work involved, and thus the time expended, was assigned in light of the experience, expertise and familiarity with the issues in these cases required for a particular task.

33. In addition, during the Complete Compensation Period, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$604,557.07<sup>6</sup> (plus \$3,935,393.24 submitted on behalf of Navigant Consulting (f/k/a Chambers)) for which Stroock respectfully requests final allowance and reimbursement.

34. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters, some of which were incurred, as needed, to enable Stroock to devote time beyond normal office hours to matters which imposed extraordinary demands. Stroock has endeavored to minimize these expenses to the fullest extent possible. Attachment D included above contains a summary chart reflecting each category of disbursement for which Stroock seeks reimbursement.

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<sup>5</sup> Reflects a reduction of \$40,949.30 in fees pursuant to this Court's prior orders.

<sup>6</sup> This amount reflects a reduction of \$3,096.87 in expenses pursuant to this Court's prior Orders.

35. Stroock's billing rates do not include charges for photocopying, telephone and telecopy toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

36. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

37. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

38. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim and final compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

39. No prior application has been made in this or in any other Court for the relief requested herein for the Complete Compensation Period other than as set forth herein.

**[Remainder of Page Left Intentionally Blank]**

**WHEREFORE**, Stroock respectfully requests that this Court enter an order: (a) approving the interim allowance and payment of \$11,847.50 as compensation for professional services rendered to the Committee during the Interim Compensation Period from January 1, 2014 through and including February 3, 2014, and the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the Interim Compensation Period in the amount of \$98.40; (b) approving the final allowance of \$16,394,063.67 as compensation for the professional services rendered by Stroock as counsel to the Committee during the Complete Compensation Period from April 12, 2001 through and including February 3, 2014, and the reimbursement of out-of-pocket expenses incurred in connection with the rendering of such services during the Complete Compensation Period in the amount of \$4,539,950.31 (includes \$604,557.07 for Stroock, and \$3,935,393.24 for Navigant Consulting (f/k/a Chambers)), for a total final allowance of \$20,934,013.98; (c) authorizing and directing the Reorganized Debtors to pay to all outstanding amounts due to Stroock and not already paid pursuant to the Administrative Fee Order; and (d) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York  
May 5, 2014

STROOCK & STROOCK & LAVAN LLP

/s/ Kenneth Pasquale  
Kenneth Pasquale  
Member of the Firm  
180 Maiden Lane  
New York, New York 10038-4982  
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